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December 17, 1993

6707-B  
RECORDATION NO. 6707-B  
FILED 1993

DEC 17 1993 4 30 PM

INTERSTATE COMMERCE COMMISSION

Recordation No. 6707-B

0100069034

Dear Mr. Strickland:

On behalf of Chemical Trust Company of California, I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Release of Entire Security Interest ("Release") executed December 16, 1993.

The party executing the enclosed Release is:

Chemical Trust Company of California - SECURED PARTY/RELEASING PARTY  
50 California Street, 10th Floor  
San Francisco, CA 94111

The said Release is a full release of all right, title and interest in, to and under that certain Security Agreement-Trust Deed dated as of August 25, 1972, recorded with the Interstate Commerce Commission August 25, 1972 under Recordation No. 6707, and the Release should be recorded under the next available letter under Recordation No. 6707, which we believe is -B.

The equipment covered by the enclosed Release is the equipment covered in the said Security Agreement-Trust Deed.

A short summary of the Release to appear in the ICC Index is as follows:

"Full Release"

Enclosed is a check in the amount of eighteen dollars (\$18.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.

Attorney for Chemical Trust Company of California  
for the purpose of this filing.

Honorable Sidney L. Strickland, Jr.

Secretary

Interstate Commerce Commission

Washington, D.C. 20423

Enclosures

BY HAND

RECEIVED

DEC 17 1993

8349-020

RECEIVED  
DEC 17 1993  
COMMERCIAL

Counterparts - Allen H. Harrison, Jr.

# Interstate Commerce Commission

Washington, D.C. 20423

12/17/93

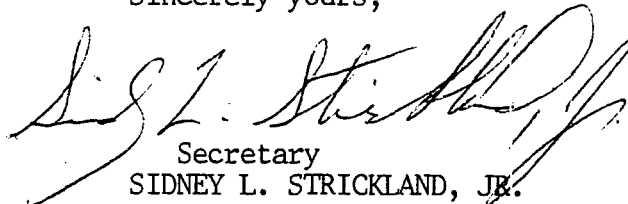
OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.  
Donelan, Cleary, Wood & Maser, P.C.  
1275 K Street, NW., Ste. 850  
Washington, DC., 20005-4078

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/17/93 at 1:30PM, and assigned recordation number(s). 6707-B and 6634-E.

Sincerely yours,



Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

216-16

6707-B  
RECORDATION NO. 6707 FILED 1993

DEC 17 1993 4 30 PM

**RELEASE OF ENTIRE SECURITY INTEREST**

INTERSTATE COMMERCE COMMISSION

Southern Pacific Trust No. 1 (ICC Reg. No. 6707)

WHEREAS, under a Security Agreement-Trust Deed dated as of August 25, 1972 (the "Security Agreement") from Trust Company for USL, Inc., as Trustee under a Trust Agreement dated as of June 1, 1972 (the "Debtor") to Chemical Trust Company of California (successor to Manufacturers Hanover Trust Company of California, successor to Wells Fargo Bank, N.A.), as Security Trustee (the "Secured Party"), Debtor conveyed, warranted, mortgaged, assigned, pledged and granted the Secured Party, a security interest in, all and singular, of the Debtor's right, title and interest in and to that certain railroad equipment as described in the said Security Agreement (the "Equipment") to secure payment of certain Secured Notes identified in the aforesaid Security Agreement (the "Secured Notes"); and

WHEREAS, all principal and interest on the Secured Notes, Series B were paid in full on or about August 25, 1992; and

WHEREAS, the Secured Party relinquished its security interest in and to certain locomotives securing the Secured Notes, Series A as described in a previous Partial Release of Security Interest dated September 6, 1990; and

WHEREAS, the Debtor desires to sell the Equipment and requests that the Secured Party release its security interest in and to the Equipment securing the Secured Notes; and

WHEREAS, the Security Agreement was filed with the Interstate Commerce Commission on August 25, 1972 and assigned ICC Recordation Number 6707;

NOW, THEREFORE, for good and valuable consideration, the Secured Party acknowledges payment in full of all the Secured Notes and relinquishes its Security Interest and all other right, title and interest in and to all the Equipment described by, in and under the aforesaid Security Agreement.

IN WITNESS WHEREOF, the undersigned has executed this Release of Entire Security Interest on this 16th day of December 1993.

CHEMICAL TRUST COMPANY  
OF CALIFORNIA

By: [Signature] Secured Party  
Name: CHIL LING LEE  
Title: TRUST OFFICER

**CERTIFICATE OF ACKNOWLEDGMENT**

State of California

County of

San Francisco

} SS.

On

Dec. 16, 1993

(date)

before me,

Beatriz Sarmiento,

(name and title of officer)

Notary Public

, personally appeared

Chiu Ling Kei

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



[Signature]  
Notary's Signature